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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

STEARNS HOLDINGS, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 19-12226 (SCC)

Jointly Administered

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING
ON JULY 31, 2019 AT 2:00 P.M. (EASTERN TIME)**

Location of Hearing: Honorable Shelley C. Chapman, Courtroom 623, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004.

Copies of Motions and Applications: Copies of each pleading identified below can be viewed and/or obtained: (i) by accessing the Court's website at www.nysb.uscourts.gov, (ii) by contacting the Office of the Clerk of the Court at United States Bankruptcy Court, Southern District of New York, or (iii) from the Debtors' claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/stearns> or contacting Prime Clerk directly at (844) 234-1461 (toll free for callers within the United States) or (917) 942-6399 (for international callers) or at stearnsinfo@primeclerk.com.

¹ The Debtors and the last four digits of their taxpayer identification numbers are: Stearns Holdings, LLC (8219); Stearns Co-Issuer Inc. (7096); Stearns Lending, LLC (1773); Stearns Ventures, LLC (2386); Protos Acquisition LLC (4941); bSNAP, LLC (2498); and Private Mortgage Advisors, LLC (7493). The address of Protos Acquisition LLC is 345 Park Avenue, New York, NY 10154. The address of the other Debtors is c/o Stearns Lending, LLC, 750 East Highway, 121 Bypass, Suite 150, Lewisville, TX 75067.

I. INITIAL CASE STATUS CONFERENCE

II. UNCONTESTED MATTERS

1. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Origination and Servicing of Mortgage Loans in the Ordinary Course and Granting Related Relief, (II) Modifying the Automatic Stay on a Limited Basis to Facilitate the Debtors Ongoing Operations, and (III) Scheduling a Final Hearing [Dkt. No. 17]

Objection Deadline:² July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Interim Order Authorizing the Debtors to Continue Origination of Mortgage Loans in the Ordinary Course and Granting Related Relief, (II) Modifying the Automatic Stay on a Limited Basis to Facilitate the Debtors' Ongoing Operations, and (III) Scheduling a Final Hearing [Dkt. No. 86]

Notice of Hearing on July 31, 2019 at 2:00 p.m.
[Dkt. No. 102]

Declaration of Stephen Smith in Further Support of the Debtors' Motions for Orders Authorizing Continued (I) Ordinary Course Origination and Servicing of Mortgage Loans and (II) Insurance and Surety Bond Programs [Dkt. No. 164]

Notice of Revised Proposed Final Order Authorizing the Debtors to Continue Origination of Mortgage Loans in the Ordinary Course and Granting Related Relief, (II) Modifying the Automatic Stay on a Limited Basis to Facilitate the Debtors' Ongoing Operations [Dkt. No. 165]

Status: **The hearing on this matter is going forward.**

² Please note for each matter that the objection deadline listed is the applicable objection deadline, unless extended with regards to a particular party pursuant to the case management procedures [Dkt. No. 129].

2. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Supporting their Joint Ventures and Preferred Partners in the Ordinary Course and (II) Scheduling a Final Hearing [Dkt. No. 18]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Interim Order Authorizing the Debtors to Continue Supporting Their Transactions With the Joint Ventures and Preferred Partners in the Ordinary Course [Dkt. No. 84]

Notice of Hearing on July 31, 2019 at 2:00 p.m. [Dkt. No. 102]

Notice of Proposed Final Order Authorizing the Debtors to Continue Supporting Their Transactions With the Joint Ventures and Preferred Partners in the Ordinary Course [Dkt. No. 159]

Status: The hearing on this matter is going forward.

3. Motion of Debtors Requesting Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Changes to the Cash Management System in the Ordinary Course of Business, (III) Continue Intercompany Transactions, (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims, (V) Extend Time to Comply With, or Seek Waiver of, 11 U.S.C. § 345(b), and (VI) Granting Related Relief [Dkt. No. 12]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Interim Order (I) Authorizing Debtors to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Changes to the Cash Management System in the Ordinary Course of Business, (III) Continue Intercompany Transactions, (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims, (V) Extend Time to Comply With, or

Seek Waiver of, 11 U.S.C. § 345(b), and (VI)
Granting Related Relief [Dkt. No. 81]

Notice of Hearing on July 31, 2019 at 2:00 p.m.
[Dkt. No. 102]

Notice of Filing of Proposed Final Order (I) Authorizing Debtors to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Changes to the Cash Management System in the Ordinary Course of Business, (III) Continue Intercompany Transactions, (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims, (V) Extend Time to Comply With, or Seek Waiver of, 11 U.S.C. § 345(b), and (VI) Granting Related Relief [Dkt. No. 177]

Status: The hearing on this matter is going forward.

4. Motion of Debtors for Interim and Final Orders Authorizing Debtors to Satisfy Employee Obligations [Dkt. No. 15]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Interim Order Authorizing Debtors to Satisfy Employee Obligations [Dkt. No. 85]

Notice of Hearing [Dkt. No. 102]

Notice of Filing of Revised Final Order
Authorizing Debtors to Satisfy Employee
Obligations [Dkt No. 161]

Status: The hearing on this matter is going forward.

5. Motion of Debtors for Entry of Interim and Final Orders Authorizing (I) the Debtors to Continue and Renew Their Existing Insurance Policies and Surety Bond Program and Pay All Obligations Arising Thereunder and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 13]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Interim Order (I) Authorizing the Debtors to Continue and Renew Their Existing Insurance Policies and Surety Bond Program and Pay All Obligations Arising Thereunder and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Dkt. No. 77]

Notice of Hearing on July 31, 2019 at 2:00 p.m. [Dkt. No.102]

Declaration of Stephen Smith in Further Support of the Debtors' Motions for Orders Authorizing Continued (I) Ordinary Course Origination and Servicing of Mortgage Loans and (II) Insurance and Surety Bond Programs [Dkt. No. 164]

Notice of Filing of Proposed Final Order (I) Authorizing the Debtors to Continue and Renew Their Existing Insurance Policies and Surety Bond Program and Pay All Obligations Arising Thereunder and (II) Authorizing and Directing Financial Institutions to Honor and Process Related Checks and Transfers [Dkt. No. 170]

Status: **The hearing on this matter is going forward.**

6. Motion of Debtors for Entry of an Order Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations [Dkt. No. 14]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Notice of Hearing on Motion of Debtors for Entry of an Order Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations [Dkt. No. 103]

Certificate of No Objection With Respect to Order Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations [Dkt. No. 167]

Status: **The hearing on this matter is going forward.**

7. Motion of Debtors for Entry of an Order (I) Approving Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service, and (IV) Authorizing and Directing the Debtors' Banks and Financial Institutions to Honor Related Checks and Transfers [Dkt. No. 16]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Notice of Revised Proposed Order (I) Approving Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service, and (IV) Authorizing and Directing the Debtors Banks and Financial Institutions to Honor Related Checks and Transfers [Dkt. No. 106]

Notice of Hearing on Motion of Debtors for Entry of an Order (I) Approving Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service, and (IV) Authorizing and Directing the Debtors' Banks and Financial Institutions to Honor Related Checks and Transfers [Dkt. No. 107]

Certificate of No Objection With Respect to Order (I) Approving Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service, and (IV) Authorizing and Directing the Debtors' Banks and Financial Institutions to Honor Related Checks and Transfers [Dkt. No. 166]

Status: **The hearing on this matter is going forward.**

8. Debtors' First Omnibus Motion for Entry of an Order Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property *Nunc Pro Tunc* to the Petition Date [Dkt. No. 121]

Objection Deadline: July 24, 2019 at 4:00 p.m. With respect to items 3, 4, 7, 8, and 9 listed on Schedule 1 attached to the Proposed Order, the Objection Deadline has been extended to September 4, 2019, at 4:00 p.m.

Responses Filed: None.

Related Documents: Notice of Adjournment on Debtors' First Omnibus Lease Rejection Motion With Respect to Certain Leases [Docket No. 172]

Notice of Filing of Revised Order Granting Debtors' First Omnibus Motion for Entry of an Order Authorizing Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property *Nunc Pro Tunc* to the Petition Date [Dkt. No. 174]

Status: The hearing on this matter is going forward, except that with respect to items 3, 4, 7, 8, and 9 listed on Schedule 1 attached to the Proposed Order, the hearing on this matter has been consensually adjourned to September 11, 2019 at 2:00 p.m.

9. Debtors' Motion for Entry of Order Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business [Dkt. No. 118]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Certificate of No Objection With Respect to Order Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business [Dkt. No. 168]

Status: The hearing on this matter is going forward.

10. Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 117]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Notice of Revised Proposed Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 162]

Status: The hearing on this matter is going forward.

11. Debtors' Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 507, 546, 548, 555, 556, 559, 560, and 561 (A) Authorizing the Debtors to Enter Into Repurchase Agreement Facilities and Related Documents; (B) Authorizing the Debtors to Sell and Repurchase Mortgage Loans in the Ordinary Course of Business; (C) Granting Backup Liens and Superpriority Administrative Expense Claims; (D) Modifying the Automatic Stay; (E) Scheduling a Final Hearing; and (F) Granting Related Relief [Dkt. No. 19]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Declaration of Paul Sheaffer in Support of Debtors' Cash Flow DIP Motion and DIP Repo Facility Motion [Dkt. No. 22]

Declaration of Stephen Smith in Support of Debtors DIP Repo Motion (Filed Under Seal) [Dkt. No. 61]

Notice of Revised Exhibits to the Debtors' Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 507, 546, 548, 555, 556, 559, 560 and 561 (A) Authorizing Debtors to Enter Into Repurchase Agreement Facilities and Related Documents; (B) Authorizing Debtors to Sell and Repurchase Mortgage Loans in the Ordinary Course of Business; (C) Granting Backup Liens and Superpriority Administrative Expense Claims; (D) Modifying the Automatic Stay; (E) Scheduling a Final Hearing; and (F) Granting Related Relief [Dkt. No. 65]

Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 507, 546, 548, 555, 556, 559, 560 and 561 (A) Authorizing Debtors to Enter Into Repurchase Agreement Facilities and Related Documents; (B) Authorizing Debtors to Sell and Repurchase Mortgage Loans in the Ordinary Course of Business; (C) Granting Backup Liens and Superpriority Administrative Expense Claims; (D) Modifying the Automatic Stay; (E) Scheduling a Final Hearing; and (F) Granting Related Relief [Dkt. No. 90]

Notice of Hearing on July 31, 2019 at 2:00 p.m. [Dkt. No. 102]

Notice of Filing of Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 507, 546, 548, 555, 556, 559, 560 and 561 (A) Authorizing Debtors to Enter Into Repurchase Agreement Facilities and Related Documents; (B) Authorizing Debtors to Sell and Repurchase Mortgage Loans in the Ordinary Course of Business; (C) Granting Backup Liens and Superpriority Administrative Expense Claims; (D) Modifying the Automatic Stay; and (E) Granting Related Relief [Dkt. No. 179]

Status: **The hearing on this matter is going forward.**

III. CONTESTED DIP MATTER

12. Debtors' Motion for Entry of Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503 and 507 (A) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Superpriority Claims, (D) Granting Adequate Protection, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Dkt. No. 20]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: (*Withdrawn*) The County of Bell Tax Appraisal District, Texas, and the County of Denton, Texas' Objection to Debtors' Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503 and 507 (A) Authorizing Debtors to Obtain

Postpetition Senior Secured Superpriority Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and SuperPriority Claims, (D) Granting Adequate Protection, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Dkt. No. 109]

Notice of Withdrawal of the County of Bell Tax Appraisal District, Texas and the County of Denton, Texas' Objection to Debtors' Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, and 507 (A) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Superpriority Claims, (D) Granting Adequate Protection, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Dkt. No. 141]

Notice of Withdrawal of the County of Bell Tax Appraisal District, Texas and the County of Denton, Texas' Objection to Debtors' Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, and 507 (A) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Superpriority Claims, (D) Granting Adequate Protection, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Dkt. No. 142]

Objection of United States Trustee to Debtors' Final DIP Cashflow Order and Granting Related Relief [Dkt. No. 153]

Related Documents:

Memorandum of Law Regarding Adequate Protection for the Noteholders' Collateral on Account of the Debtor's Proposed Use of Such Collateral and Proposed Priming Debtor-in-Possession Financing Facility [Dkt. No. 21]

Declaration of Paul Sheaffer in Support of
Debtors' Cash Flow DIP Motion and DIP Repo
Facility Motion [Dkt. No. 22]

Declaration of Robert Campagna, Alvarez &
Marsal North America, LLC, in Support of
Debtors' Cash Flow DIP Motion [Dkt. No. 25]

Declaration of Stephen Smith in Support of
Debtors' Cash Flow DIP Motion [Dkt. No. 27]

Interim Order Pursuant to 11 U.S.C. §§ 105, 361,
362, 363, 364, 503 and 507 (A) Authorizing
Debtors to Obtain Postpetition Senior Secured
Superpriority Financing, (B) Authorizing the
Debtors to Use Cash Collateral, (C) Granting
Liens and SuperPriority Claims, (D) Granting
Adequate Protection, (E) Modifying the
Automatic Stay, (F) Scheduling a Final Hearing,
and (G) Granting Related Relief [Dkt. No. 91]

Declaration of Robert Campagna, Alvarez &
Marsal North America, LLC, in Support of
Debtors' Cash Flow DIP Motion [Dkt. No. 99]

Declaration of Stephen Smith in Support of
Debtors' Cash Flow DIP Motion [Dkt. No. 100]

Notice of Hearing on July 31, 2019 at 2:00 p.m.
[Dkt. No. 102]

Notice of Filing of Final Order Pursuant to 11
U.S.C. §§ 105, 361, 362, 363, 364, 503 and 507
(A) Authorizing Debtors to Obtain Postpetition
Senior Secured Superpriority Financing, (B)
Authorizing the Debtors to Use Cash Collateral,
(C) Granting Liens and SuperPriority Claims,
(D) Granting Adequate Protection, (E)
Modifying the Automatic Stay, and (F) Granting
Related Relief [Dkt. No. 178]

Replies:

Limited Reply of Pacific Investment
Management Company LLC to Objection of
United States Trustee to Debtors' Final DIP
Cash Flow Order and Granting Related Relief
[Dkt. No. 175]

Response of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to (I) Objection of United States Trustee to Debtors' Final DIP Cash Flow Order and (II) Debtors' Proposed Final DIP Cash Flow Order [Dkt No. 180]

Status: The hearing on this matter is going forward.

IV. UNCONTESTED RETENTION MATTERS

13. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Dkt. No. 115]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Certificate of No Objection With Respect to Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Dkt. No. 169]

Status: The hearing on this matter is going forward.

14. Debtors' Application to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisors to Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code [Dkt. No. 123]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Notice of Revised Proposed Order Authorizing Debtors to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisors to Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code [Dkt. No. 163]

Status: The hearing on this matter is going forward.

15. Debtors' Application to Employ PJT Partners LP as Investment Banker *Nunc Pro Tunc* to the Petition Date [Dkt. No. 124]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: Notice of Revised Proposed Order Approving Debtors' Employment of PJT Partners LP as Investment Banker *Nunc Pro Tunc* to the Petition Date [Dkt. No. 160]

Status: The hearing on this matter is going forward.

V. CONTESTED RETENTION MATTER

16. Debtors' Application for Order Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Dkt. No. 122]

Objection Deadline: July 24, 2019 at 4:00 p.m.

Responses Filed: Objection of the United States Trustee to the Application of the Debtors for Authority to Employ and Retain Skadden, Arps, Slate, Meagher & Flom LLP as Counsel for the Debtors [Dkt. No. 155]

Replies: Debtors' Reply to Objection of United States Trustee to Debtors' Application for Order Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Dkt. No. 171]

Related Documents: Notice of Filing of Revised Proposed Order Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Dkt. No. 176]

Status: The hearing on this matter is going forward

Dated: July 29, 2019
New York, New York

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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